

**UNANIMOUS CONSENT OF
MANAGEMENT COMMITTEE, MANAGING MEMBERS
AND MAJORITY IN INTEREST OF VOTING MEMBERS OF
LIGHTHOUSE GLOBAL PARTNERS, LLC, WITHOUT A MEETING**

The undersigned, being all of the members of the Management Committee, all of the Managing Members, and the majority in interest of the Voting Members of Lighthouse Global Partners, a Delaware limited liability company (the "Company"), hereby resolve as follows:

WHEREAS, the majority in interest of the Voting Members (the "Majority Voting Members") hereby acknowledge that pursuant to Article V, Section 5.14(c) of the Operating Agreement of the Company (the "Agreement"), the Management Committee and the Managing Members may voluntarily liquidate, dissolve or wind-up the Company only if they first obtain the consent of the majority in interest of the Majority Voting Members;

WHEREAS, the Managing Members, hereby acknowledge that once they are authorized by the Majority Voting Members, pursuant to Article XI, Section 11.1(a) of the Operating Agreement of the Company (the "Agreement"), they possess the right to terminate and dissolve the Company at any time;

WHEREAS, the Majority Voting Members, Management Committee and Managing Members have considered the financial and operational aspects of the Company;

WHEREAS, the Majority Voting Members, Management Committee and Managing Members have reviewed the historical performance of the Company, the markets for the Company's products and services, and the current and long-term liabilities of the Company;

NOW, THEREFORE, BE IT RESOLVED: That in the judgment of the Voting Members, it is desirable and in the best interests of the Company, and its creditors, members and other interested parties, for the Managing Members to act pursuant to Article XI, Section 11.1(a) of the Agreement to terminate and dissolve the Company;

RESOLVED, that in the judgment of the Managing Members, it is desirable and in the best interests of the Company, and its creditors, stockholders and other interested parties, that a voluntary petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy Code"); and it is further

RESOLVED, that the law firm of Gusrae, Kaplan, Bruno & Nusbaum, PLLC shall be employed as special counsel for the Company in the Company's chapter 11 case, subject to court approval; and it is further

RESOLVED, that the law firm of SilvermanAcampora LLP shall be employed as general bankruptcy counsel for the Company in the Company's chapter 11 case, subject to court approval; and it is further

RESOLVED, that ROBERT J. BRADLEY and CHRISTOPHER LAGREGO, be, and hereby are, authorized and directed on behalf of the Company to execute and verify or certify a petition to commence a case under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York at such time as the officer executing the same on behalf of the Company shall determine; and it is further

RESOLVED, that ROBERT J. BRADLEY and CHRISTOPHER LAGREGO, be, and hereby are, authorized and directed on behalf of the Company to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers in the chapter 11 case of the Company and, in connection therewith, to employ and retain additional legal counsel, accountants and other professionals and to take any and all action which they deem necessary, proper, or desirable in connection with such chapter 11 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that any and all past actions heretofore taken by ROBERT J. BRADLEY or CHRISTOPHER LAGREGO, and all other documentation heretofore delivered by ROBERT J. BRADLEY or CHRISTOPHER LAGREGO of the Company in furtherance of the preceding resolutions be, and such actions hereby are, authorized, approved and ratified in all respects.

IN WITNESS WHEREOF, the undersigned have signed this Resolution as of the 24th day of November, 2010.

MAJORITY IN INTEREST VOTING MEMBERS

By: /s/ Robert J. Bradley
Name: Robert J. Bradley
Title: Class A Voting Member

By: /s/ Christopher LaGrego
Name: Christopher LaGrego
Title: Class A Voting Member

By: /s/ Jeffrey J. Morfit
Name: Jeffrey J. Morfit
Title: Class A Voting Member

By: /s/ Joseph Diaco
Name: Joseph Diaco
Title: Class A Voting Member

MANAGEMENT COMMITTEE MEMBERS

By: /s/ Robert J. Bradley
Name: Robert J. Bradley
Title: Management Committee Member

By: /s/ Christopher LaGrego
Name: Christopher LaGrego
Title: Management Committee Member

By: /s/ Jeffrey J. Morfit
Name: Jeffrey J. Morfit
Title: Management Committee Member

By: /s/ Robert Weinstein
Name: Robert Weinstein
Title: Management Committee Member

MANAGING MEMBERS

By: /s/ Robert J. Bradley
Name: Robert J. Bradley
Title: Managing Member

By: /s/ Jeffrey J. Morfit
Name: Jeffrey J. Morfit
Title: Managing Member

By: /s/ Christopher LaGrego
Name: Christopher LaGrego
Title: Managing Member

LIGHTHOUSE GLOBAL PARTNERS, LLC
CERTIFICATE OF RESOLUTION

We, ROBERT J. BRADLEY and CHRISTOPHER LAGREGO, Managing Members of Lighthouse Global Partners, LLC, a Delaware limited liability company (the "Company"), do hereby certify that the following is a true and correct copy of resolutions duly adopted by the majority in interest of the Voting Members (the "Majority Voting Members"), the members of the Management Committee, and the Managing Members of the Company in accordance with the Operating Agreement of the Company (the "Agreement"), and that said resolutions have not been modified or rescinded, and are still in full force and effect on the date hereof:

WHEREAS, the Majority Voting Members hereby acknowledge that pursuant to Article V, Section 5.14(c) of the Agreement, the Management Committee and the Managing Members may voluntarily liquidate, dissolve or wind-up the Company only if they first obtain the consent of the majority in interest of the Majority Voting Members;

WHEREAS, the Managing Members, hereby acknowledge that once they are authorized by the Majority Voting Members, pursuant to Article XI, Section 11.1(a) of the Operating Agreement of the Company (the "Agreement"), they possess the right to terminate and dissolve the Company at any time;

WHEREAS, the Majority Voting Members, Management Committee and Managing Members have considered the financial and operational aspects of the Company;

WHEREAS, the Majority Voting Members, Management Committee and Managing Members have reviewed the historical performance of the Company, the markets for the Company's products and services, and the current and long-term liabilities of the Company;

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RESOLVED, that in the judgment of the Managing Members, it is desirable and in the best interests of the Company, and its creditors, stockholders and other interested parties, that a voluntary petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy Code"); and it is further

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IN WITNESS WHEREOF, the undersigned has signed this Certificate as of the 24th day of November, 2010.

/s/ Robert J. Bradley
Robert J. Bradley
Managing Member

/s/ Christopher LaGrego
Christopher LaGrego
Managing Member